

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307

FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. 26310 FILED

APR 26 '06 10-02 AM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

April 26, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of April 25, 2006. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Lessee:

Holcim (US) Inc.  
P.O. Box 1008  
Mason City, IA 50402

A description of the equipment covered by the Memorandum of Lease Agreement consists of 35 railcars numbered GNAX 9000-9034, inclusive.

BALL JANIK LLP

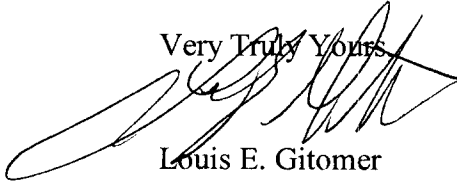
Honorable Vernon A. Williams  
April 26, 2006  
Page 2

A fee of \$ 34.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Holcim (US) Inc., P.O. Box 1008, Mason City, IA 50402, covering 35 railcars numbered GNAX 9000-9034, inclusive.

Very Truly Yours

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

---

**MEMORANDUM OF LEASE AGREEMENT**

**Dated as of April 25, 2006**

**between**

**HOLCIM (US) INC.,  
as Lessee,**

**and**

**LASALLE NATIONAL LEASING CORPORATION,  
as Lessor**

---

**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301**

**on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_:\_\_\_\_.m.**

APR 26 '06 10-02 AM

SURFACE TRANSPORTATION BOARD  
MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 25, 2006, between LASALLE NATIONAL LEASING CORPORATION ("Lessor") and HOLCIM (US) INC. ("Lessee") with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of April 20, 2006, and Interim Schedule No. 1 thereto and incorporating the terms thereof, dated as of April 25, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

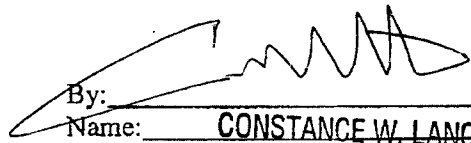
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

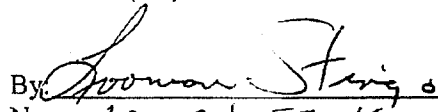
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: CONSTANCE W. LANCASTER  
Title: SENIOR VICE PRESIDENT

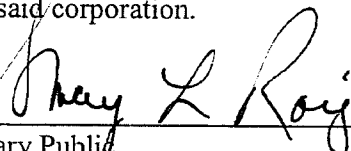
HOLCIM (US) INC.

By:   
Name: LOOMAN STINGO  
Title: SR VP LOGISTICS

STATE OF MARYLAND                    )  
  ) ss.  
COUNTY OF BALTIMORE                )

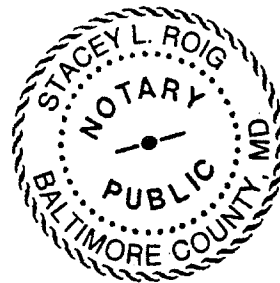
On this 25<sup>th</sup> day of April, 2006, before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the Senior Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
\_\_\_\_\_  
Notary Public

My commission expires:

August 4, 2009



STATE OF Michigan )  
 ) ss.  
COUNTY OF WASHTENAW )

On this 25<sup>th</sup> day of April, 2006, before me appeared Looman Stingo, the person who signed this instrument, who acknowledged that (s)he is the employee of HOLCIM (US) INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



My commission expires:

January 11, 2008

Daniel G. Benfield, Sr.  
Notary Public

DANIEL G. BENFIELD SR.  
NOTARY PUBLIC WASHTENAW CO., MI  
MY COMMISSION EXPIRES Jan 11, 2008

**EXHIBIT NO. 1**  
**TO MEMORANDUM OF LEASE AGREEMENT**

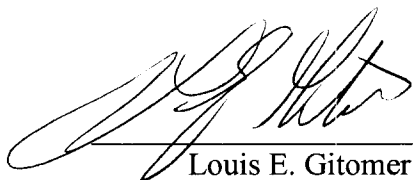
DESCRIPTION OF RAILCARS AND REPORTING MARKS

Old		New		Old		New	
BLE	1707	GNAX	9000	BLE	65026	GNAX	9018
BLE	50170	GNAX	9001	BLE	65043	GNAX	9019
BLE	65125	GNAX	9002	BLE	65064	GNAX	9020
BLE	65261	GNAX	9003	BLE	65199	GNAX	9021
BLE	65262	GNAX	9004	BLE	65246	GNAX	9022
BLE	65305	GNAX	9005	BLE	65383	GNAX	9023
BLE	65427	GNAX	9006	BLE	65411	GNAX	9024
BLE	65788	GNAX	9007	BLE	65416	GNAX	9025
BLE	65890	GNAX	9008	BLE	65577	GNAX	9026
BLE	66095	GNAX	9009	BLE	65647	GNAX	9027
BLE	1507	GNAX	9010	BLE	65682	GNAX	9028
BLE	1626	GNAX	9011	BLE	65860	GNAX	9029
BLE	1633	GNAX	9012	BLE	65950	GNAX	9030
BLE	1644	GNAX	9013	BLE	65964	GNAX	9031
BLE	1670	GNAX	9014	BLE	66020	GNAX	9032
BLE	1711	GNAX	9015	BLE	66031	GNAX	9033
BLE	50929	GNAX	9016	BLE	66061	GNAX	9034
BLE	65025	GNAX	9017				



# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement, dated as of April 25, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer

April 26, 2006